

O'Meara Maeve
 Form 3
 June 13, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â O'Meara Maeve
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 06/08/2018

3. Issuer Name and Ticker or Trading Symbol
 CASTLIGHT HEALTH, INC. [CSLT]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O CASTLIGHT HEALTH, INC.,Â 150 SPEAR ST., SUITE 400

(Street)

SAN FRANCISCO,Â CAÂ 94105

(City) (State) (Zip)

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 EVP,Product&CustomerExperience

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class B Common Stock | 30,881 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|---|----------------------------------|-----------------|--|---|
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 09/14/2020 | Class A Common Stock <u>(2)</u> <u>(3)</u> | 30,000 | \$ 0.79 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 10/11/2021 | Class A Common Stock <u>(2)</u> <u>(3)</u> | 5,000 | \$ 0.85 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 11/07/2022 | Class A Common Stock <u>(2)</u> <u>(3)</u> | 9,000 | \$ 1.09 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/11/2023 | Class A Common Stock <u>(2)</u> <u>(3)</u> | 7,500 | \$ 1.12 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 10/24/2023 | Class A Common Stock <u>(2)</u> <u>(3)</u> | 20,000 | \$ 2.35 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/23/2026 | Class B Common Stock | 4,424 | \$ 2.99 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/23/2026 | Class B Common Stock | 150,576 | \$ 2.99 | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Class B Common Stock | 27,000 | \$ 0 <u>(6)</u> | D | Â |
| Restricted Stock Units | Â <u>(7)</u> | Â <u>(7)</u> | Class B Common Stock | 21,375 | \$ 0 <u>(6)</u> | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(8)</u> | Class B Common Stock | 2,188 | \$ 0 <u>(6)</u> | D | Â |
| Restricted Stock Units | Â <u>(9)</u> | Â <u>(9)</u> | Class B Common Stock | 93,750 | \$ 0 <u>(6)</u> | D | Â |
| Restricted Stock Units | Â <u>(10)</u> | Â <u>(10)</u> | Class B Common Stock | 125,000 | \$ 0 <u>(6)</u> | D | Â |

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| | | | | | | | |
|------------------------|--------|--------|----------------------------|---------|----------|---|---|
| Restricted Stock Units | Â (11) | Â (11) | Class B Common Stock | 34,375 | \$ 0 (6) | D | Â |
| Restricted Stock Units | Â (12) | Â (12) | Class B Common Stock | 187,500 | \$ 0 (6) | D | Â |
| Restricted Stock Units | Â (13) | Â (13) | Class B Common Stock | 100,000 | \$ 0 (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------------|
| | Director | 10% Owner | Officer | Other |
| O'Meara Maeve C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105 | Â | Â | Â | EVP, Product & Customer Experience Â |

Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney 06/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The stock option has fully vested and is immediately exercisable.

Each share of Class A Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class B Common Stock. In addition, each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the transfer, whether or not for value, to any transferee who is not a "Permitted Transferee", as defined in the Issuer's Restated Certificate of Incorporation in effect as of the date hereof. The shares of Class A Common Stock have no expiration date.
 - (2) Each share of the Issuer's Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the earliest to occur of the following: (a) the first date on which the number of shares of Class A Common Stock then outstanding is less than 15,340,384 shares, (b) March 19, 2024, or (c) a time and date approved in writing by holders of at least a majority of the then-outstanding shares of Class A Common Stock. The shares of Class A Common Stock and Class B Common Stock have no expiration date.
 - (3) The stock option vested and continues to vest in 60 equal monthly installments beginning on March 24, 2016, until such time as the option is 100% vested, subject to the continuing service of the Reporting Person on each vesting date.
 - (4) 25% of the restricted stock units ("RSUs") vested on February 15, 2016 and the remainder will vest quarterly over three years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
 - (5) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.

The RSUs vest over 5 years as follows: 25% of the restricted stock units ("RSUs") vested on November 16, 2016. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
 - (6) The RSUs vest over 5 years as follows: 25% of the RSUs vested on February 24, 2017. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.

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- (9) 25% of the RSUs vested on May 16, 2017 and the remainder will vest quarterly over two years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (10) 100% of the RSUs will vest on May 16, 2020. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
The RSUs vest over 5 years as follows: 25% of the RSUs vested on March 7, 2018. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (11) The RSUs vest over 5 years as follows: 25% of the RSUs vested on March 7, 2018. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (12) The RSUs vested and continue to vest in equal quarterly installments over four years, beginning on February 16, 2018. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (13) 100% of the RSUs will vest on December 31, 2018. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.